



## CONTINUOUS DISCLOSURE POLICY

Jumbo Interactive Limited ('the Company') is bound by the continuous disclosure obligations in the Corporations Act and the listing rules of the Australian Securities Exchange ('ASX') to ensure that:

- all investors have equal and timely access to material information concerning the Company – including its financial situation, performance, ownership and governance; and
- Company announcements are factual and presented in a clear and balanced way.

### Obligation of Disclosure

As a listed entity, the Company must comply with certain continuous disclosure obligations imposed by the Corporations Act and the ASX Listing Rules. Chapter 3 of the ASX Listing Rules requires the Company to provide the ASX with immediate notice of certain material information.

The general disclosure principles imposed on the Company are contained in rules 3.1 and 3.1A of the ASX Listing Rules are as follows:

*3.1 Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information.*

*3.1A Listing Rule 3.1 does not apply to particular information while each of the following are satisfied in relation to the information:*

- 1. A.1 One or more of the following 5 situations applies:*
  - *It would be a breach of a law to disclose the information,*
  - *The information concerns an incomplete proposal or negotiation,*
  - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure,*
  - *The information is generated for the internal management purposes of the entity, and*
  - *The information is a trade secret, and*

*3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential, and*

*3.1A.3 A reasonable person would not expect the information to be disclosed*

There is also a false market/rumours disclosure rule in 3.1B as follows:

*3.1B If ASX considers that there is or is likely to be a false market in an entity's securities and asks the entity to give it information to correct or prevent a false market, the entity must immediately give ASX that information.*

The provisions of ASX Listing Rule Chapter 3 are reinforced by Chapter 6CA of the Corporations Act. In particular, section 674(2) provides that if the ASX listing rules require a company to notify them of information about specified events or matters as they arise for the purpose of the ASX making that information available to the market; and

- the company has information that it is required to notify to the ASX; and
- that information is not generally available and is information that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of securities of the company;

then the company must notify the ASX of that information in accordance with the listing rules.

It is therefore essential that Directors acquaint themselves not only with their personal obligations of disclosure, but also the disclosure obligations imposed on the Company.

## **Procedures to Assist Adequate Disclosure**

ASX Listing Rule 3.1 requires that when an entity becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information.

Therefore to meet this obligation the Company undertakes to:

- Notify the ASX immediately it becomes aware of any information that a reasonable person would expect to have a material effect on the price and value of the Company's securities, unless that information is not required to be disclosed under the listing rules; and
- Not respond to market speculation or rumour unless the ASX considers it necessary due to there being, or likely to be, a false market in the Company's securities;

The Chief Executive Officer (CEO) is responsible for coordinating the disclosure requirements of the Company, in conjunction with the Head of Investor Relations and Company Secretary. To ensure appropriate procedure all Directors, officers and employees of the Company will notify matters requiring disclosure to the CEO, including media releases, analyst briefings presentations, and the release of reports and operational results. The CEO will ensure the market is fully informed on the company's strategy and financial performance by providing equal access to information for all analysts, investors and shareholders.

To assist this process, the company has internal controls, processes and procedures in place to ensure compliance with disclosure obligations. Company executives circulate a weekly internal 'confidential' summary of matters they consider significant or important and major deals to the CEO (and Directors, for information). If the CEO (or a Director) considers anything therein requires disclosure he or she consults with the Chairman/Board for a decision.

The CEO, Chief Financial Officer (CFO), Head of Legal and Head of Investor Relations meet monthly prior to Board meetings to discuss any material issues that may

impact the Group's continuous disclosure obligations. The duties and responsibilities of the meeting participants include:

- Assessing the potential materiality of key issues/developments
- Overseeing the disclosure of material information to the market
- Ensuring ASX announcements are made in a timely and accurate manner, are not misleading and are presented in a clear, transparent way.

All ASX announcements will be reviewed and approved by the above key stakeholders. The CEO may refer any material ASX announcements to the Board for consideration and approval prior to release.

In addition, the Company Secretary's report to monthly Board meetings contains a standing heading covering 'continuous disclosure', to assist Directors in determining whether there are any matters requiring disclosure at that time. To ensure the integrity of all information disclosed to the market, only Authorised Spokespersons may disclose matters concerning the company to the market. At all times, Authorised Spokespersons must be aware of the need to avoid selectively disclosing information that is not publicly available. The Chairman, CEO, CFO, other Key Management Personnel (KMP) and the Head of Investor Relations are authorised to speak to analysts, investors and shareholders.

The Head of Investor Relations is responsible for ensuring the effective engagement with analysts, investors and shareholders, monitoring consensus earnings forecasts from sell-side analysts and overseeing continuous disclosure requirements and market communications. All meetings with analysts, investors and shareholders are co-ordinated by the Investor Relations team with appropriate monitoring and recording of the information disclosed at these meetings. Market sensitive information will not be disclosed to any analyst or investor unless that information has already been provided to the market. Any new and substantive analyst or investor presentation will be released to the ASX prior to the presentation.

The CFO, in conjunction with the Head of Investor Relations will monitor movements in the volume and share price of the company and the composition of the share register. Any large, unusual or unexpected movements must be disclosed to the CEO and Board.

Comments on expected earnings (ie, compared to forecasts and/or previous corresponding periods) are usually confined to the Company's financial reports, but any material change to a previously released expectation is disclosed immediately through the ASX.

The company has implemented a market briefing blackout period in the lead up to the half-year and full-year results announcements. During the blackout, the company will not discuss its financial performance or forecasts with analysts, investors, shareholders or the media, unless that information has been disclosed to the ASX. There however may be instances where meetings with these stakeholders may occur only to cover general/historical background or technical information. Approval for such meetings will be required by the Chair and attended by Investor Relations.

As a general rule, the blackout period commences from:

- 1 January until the announcement of the half-year results
- 1 July until the announcement of the full-year results
- Any other period determined by the Board

Media contact and comment are conducted by the CEO or Head of Investor Relations.

Other Directors, officers and employees of the Company will not disclose any information to the media without consultation with and/or express permission from the CEO.

These various arrangements are all designed to ensure the Group complies with the continuous disclosure obligations imposed by law and ensure the disclosure of material information in a timely, balanced and transparent manner to the market.

## **Trading halts**

In some instances, it may be necessary to request a trading halt or voluntary suspension. The CEO in consultation with the Head of Investor Relations and Company Secretary, will determine whether a trading halt or voluntary suspension is required. If the CEO is not available, the CFO in consultation with the Chair will determine whether a trading halt or voluntary suspension is required.

## **Policy Breaches**

All breaches of continuous disclosure are to be immediately reported and actioned. If any employee suspects or becomes aware of information that may require disclosure or if any price sensitive information is inadvertently disclosed before release to the ASX, they must report such information immediately to their relevant KMP and the CEO. The CEO will arrange for the announcement to the ASX.

Any policy breaches are recorded by the Head of Risk, Compliance & Internal Audit and provided to the Board immediately.

## **Notification to ASX of Directors' Share Interests**

Directors must also be aware that pursuant to the provisions of the Corporations Act they are obliged to provide the ASX with appropriate notification of their interests in the Company's securities.

Pursuant to section 205G of the Corporations Act, directors must notify the ASX of their:

- (a) relevant interests in securities (including shares, rights, options, debentures or other prescribed interests) of the Company or of a related body corporate; and
- (b) contracts:
  - (i) to which the Director is a party or under which the Director is entitled to a benefit; and
  - (ii) that confer a right to call for or deliver shares in, debentures of, or prescribed interests made available by, the Company or a related body corporate.

Directors must also ensure that the above interests are notified to the ASX in accordance with Listing Rule 3.19A. In particular:

- (a) where a Director is appointed – the Company must notify the ASX of the interests within 5 business days after the appointment (using Appendix 3X);
- (b) where a change in interests of a Director occurs – the Company must detail the change in the Director's interests to the ASX no more than 5 business days after the change occurs (Appendix 3Y);
- (c) where a Director ceases to be a Director – the Company must notify the ASX of the interests of the Director at that time no more than 5 business days after the Director ceases to be a Director (Appendix 3Z).

Directors should also be aware of the substantial shareholder provisions contained in section 671B of the Corporations Act which require certain notices to be served on the Company and the ASX when a shareholder is entitled to at least 5% of the issued shares in the Company and any changes of more than 1% to those holdings.

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### **Review Frequency**

Generally every year unless required more frequently.

This policy was approved by the Board on 24 August 2022